



# State of Missouri . . . Office of Secretary of State

JAMES C. KIRKPATRICK, Secretary of State

## APPLICATION FOR FOREIGN CORPORATION FOR A CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN MISSOURI

(To be submitted in duplicate by an attorney)

HONORABLE JAMES C. KIRKPATRICK  
SECRETARY OF STATE  
STATE OF MISSOURI  
JEFFERSON CITY, MO. 65101

Chromalloy American Corporation, a Delaware corporation, in compliance with the provisions of The General and Business Corporation Law of Missouri relating to the admission of foreign corporations, does hereby state:

(1) The name of the corporation is Chromalloy American Corporation

and it is organized and existing under the laws of the State of Delaware

(2) The name it will use in Missouri is Chromalloy American Corporation

(3) The date of its incorporation was August 26, 1968, and the period of its duration is perpetual

(4) The address of its principal office in the state or country of organization is

306 South State Street, Dover, Delaware

(Include street and number, if any.)

(5) The address of its proposed registered office in the State of Missouri is

511 Locust Street, St. Louis, Missouri 63101

(Include street and number, if any)

and the name of its proposed registered agent in the State of Missouri at such address is United

States Corporation Company

(6) The corporation is transacting business and qualified or has applied for qualification under the foreign corporation laws of the following states and countries other than Missouri: California, Florida, Illinois, New Jersey, Ohio Texas, New York, Michigan.

(7) The specific purpose or purposes for which it was organized and which it proposes to pursue in the transaction of business in Missouri are:

To engage in all lawful acts or activities for which corporations may be organized under the General Corporation Law of Delaware, including, without limitation, the manufacture and sale of electrical equipment of all kinds.

(8) The names of its officers and directors and their addresses are as follows:

<i>Name</i>	<i>City and State</i>	<i>Street and No.</i>
President.....	(See attached list).....	
Vice President....	.....	.....
Secretary.....	.....	.....
Treasurer.....	.....	.....
Director.....	.....	.....
Director.....	.....	.....
Director.....	.....	.....
Director.....	.....	.....
Director.....	.....	.....

(9) The aggregate number of shares which it has authority to issue, itemized by classes, par value of share, shares without par value, and series, if any, within a class, is:

<i>Class</i>	<i>Series (if any)</i>	<i>Number of Shares</i>	<i>Par value per share or statement that shares are without par value</i>
Common Stock	-	10,000,000	\$1.00
Preferred Stock (issuable in series)	All series	825,000	1.00

(10) The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any within a class, is:

Class	Series (if any)	Number of Shares	Par value per share or statement that shares are without par value
Common Stock	-	4,503,312*	\$1.00
Preferred Stock	\$5 Cumulative Convertible Preferred Stock	336,952*	1.00

(11) The amount of stated capital and the amount of paid in surplus of the corporation as defined by The General and Business Corporation Law of Missouri is:

Stated Capital	\$ 4,840,264*
Paid in Surplus	\$ 9,849,492*
Total	\$ 14,689,756*

(12) An estimate of the total value of all the property of the corporation for the following year is \$ 60,000,000

(13) An estimate of the total value of all the property of the corporation for the following year that will be located in Missouri is \$ 500,000

(14) The estimated gross amount of business of the corporation to be transacted by it everywhere for the following year is \$ 50,000,000

(15) The estimated gross amount of business of the corporation to be transacted by it at or from places of business in the State of Missouri during such year is \$ 400,000

(16) The amount of stated capital and surplus of the corporation (including all surplus, such as paid-in and earned surplus) is \$ 36,189,264

(17) The proportion of stated capital and surplus represented by the corporation's property and business in Missouri for the following year is \$ 296,094

Based on  
\*Stock of predecessor corporation  
outstanding at September 30, 1968.

**FILED**  
**AND CERTIFICATE OF**  
**AUTHORITY ISSUED**

FEB 5 1969

*James W. Simpson*  
Corporation Dept. SECRETARY OF STATE

IN WITNESS WHEREOF, the undersigned corporation has caused this application to be executed in its name by its Vice President, attested by its 94 Secretary, this 94 day of December, 19 68.

CHROMALLOY AMERICAN CORPORATION

(Exact Corporate Name)

(CORPORATE  
SEAL)

ATTEST:

By X Robert Zlotnick  
~~X X X X X~~ Vice President

Herbert Zlotnick  
Secretary ~~X X X X X~~

(NOTE: In determining the proportion of stated capital and surplus represented by property and business in Missouri, the sum of the value of the property in Missouri for the following year added to the estimated gross amount of business in Missouri for the following year is divided by the sum of the total value of all the property everywhere for the following year added to the gross amount of business transacted everywhere for the following year. The resulting fraction is applied to the stated capital and surplus as shown in Item No. 16. Taxes and fees are based on line (17) or (13) whichever is greater; minimum domestication fee applies for all amounts not in excess of \$30,000.)

STATE OF NEW YORK  
COUNTY OF NEW YORK } SS

I, James H. Bell, a Notary Public,  
do hereby certify that on this 94 day of December, 19 68, personally appeared  
before me Herbert Zlotnick, who, being by me first duly sworn  
(~~X X X X X~~ Vice President)  
declared that he is the Vice President of Chromalloy American Corporation,  
that he signed the foregoing document as Vice President of the corporation, and that the  
statements therein contained are true.

JAMES H. BELL  
Notary Public, State of New York  
No. 24-5251325

Notary Public

My Commission expires: Qualified in Kings County

Certificate filed in New York County  
Commission Expires March 30, 1970

CHROMALLOY AMERICAN CORPORATION  
DIRECTORS

Frederick B. Arps  
Arps Corporation  
New Holstein, Wisconsin 53061

Wesley J. Barta  
The Valley Line Company  
411 N. Seventh Street  
St. Louis, Missouri 63101

Raymond W. Burman  
Shunk Manufacturing Co., Inc.  
1460 Auto Street  
Bucyrus, Ohio 44820

A. James deMayo  
American Transit Corp.  
120 South Central Avenue  
St. Louis, Missouri 63105

Melvin J. Erickson  
3717 Long Ridge Avenue  
Sherman Oaks, California

Joseph Friedman  
Chromalloy American Corporation  
120 Broadway  
New York, New York 10005

Dominick J. Giacomini  
American Transit Corp.  
120 South Central Avenue  
St. Louis, Missouri 63105

Peter J. Giacomini  
American Transit Corp.  
120 South Central Avenue  
St. Louis, Missouri 63105

Richard J. Gollmar  
Elyria Foundry Division  
Chromalloy American Corporation  
P. O. Box 580  
Elyria, Ohio 44036

Malcolm E. Henning  
Chromalloy American Corporation  
P. O. Box 671  
Mount Vernon, Illinois 62864

Harry H. Kessler  
Sorbo-Mat Process Corp.  
9909 Clayton Road  
St. Louis, Missouri 63124

Frank P. Nykiel  
The Valley Line Company  
411 N. Seventh Street  
St. Louis, Missouri 63101

F. Van S. Parr  
80 Broad Street  
New York, New York 10004

John F. Radler  
Chromalloy American Corporation  
120 Broadway  
New York, New York 10005

Richard P. Seelig  
Chromalloy American Corporation  
169 Western Highway  
West Nyack, New York 10994

Robert F. Tuneberg  
Elyria Foundry Division  
Chromalloy American Corporation  
P. O. Box 580  
Elyria, Ohio 44036

Richard L. Wachtell  
Chromalloy American Corporation  
169 Western Highway  
West Nyack, New York 10994

CHROMALLOY AMERICAN CORPORATION  
OFFICERS

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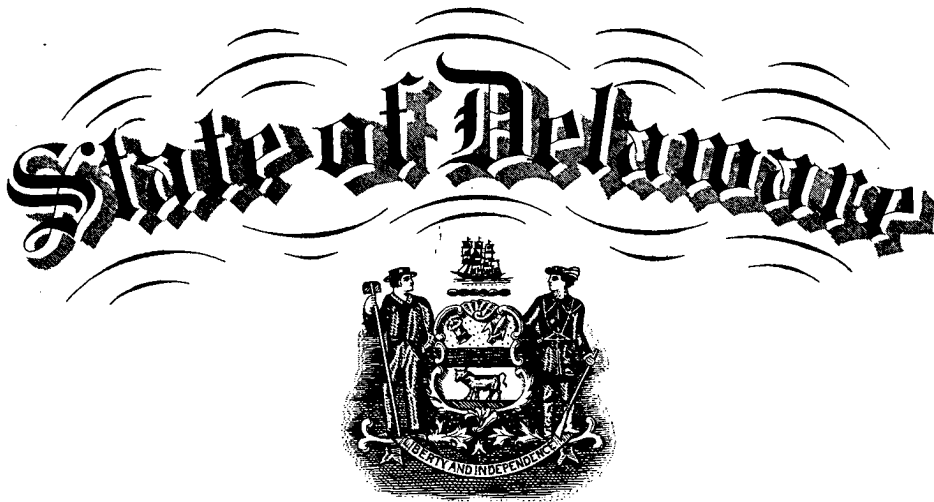
<u>Name</u>	<u>Address</u>	<u>Office</u>
Joseph Friedman	Chromalloy American Corporation 120 Broadway New York, New York 10005	Chairman of the Board - Chief Executive Officer
Richard P. Seelig	Chromalloy American Corporation 169 Western Highway West Nyack, New York 10994	President - Chief Operations Officer
Raymond W. Burman	Shunk Manufacturing Co., Inc. 1460 Auto Street Bucyrus, Ohio 44820	Senior Executive Vice President - Finance; Vice Chairman of the Board
Wesley J. Barta	The Valley Line Company 411 N. Seventh Street St. Louis, Missouri 63101	Executive Vice President and Chief Executive Officer - Marine Group
Anthony N. Bentro	Field Research Services Division Chromalloy American Corporation 200 Central Park South New York, New York 10019	Executive Vice President Marketing
A. James deMayo	American Transit Corp. 120 South Central Avenue St. Louis, Missouri 63105	Executive Vice President Finance, Transit Group
William J. Donnelly	Ardco Finishing Division Sportswear Corporation of America Wellsville, Missouri 63384	Executive Vice President Textile Group
Dominick J. Giacomini	American Transit Corp. 120 South Central Avenue St. Louis, Missouri 63105	Executive Vice President Chief Executive Officer Transit Group

<u>Name</u>	<u>Address</u>	<u>Office</u>
Peter J. Giacomia	American Transit Corp. 120 South Central Avenue St. Louis, Missouri 63105	Executive Vice President Operations, Transit Group
Richard J. Gollmar	Elyria Foundry Division Chromalloy American Corporation P. O. Box 580 Elyria, Ohio 44036	Executive Vice President Metal Castings Group; Assistant Secretary
Malcolm E. Henning	Chromalloy American Corporation P. O. Box 671 Mount Vernon, Illinois 62864	Executive Vice President Operations
John F. Radler	Chromalloy American Corporation 120 Broadway New York, New York 10005	Executive Vice President Administrative
David H. Rush	ACR Electronics Division Chromalloy American Corporation 551 West 22nd Street New York, New York 10011	Executive Vice President Electronics Group
Richard L. Wachtell	Chromalloy American Corporation 169 Western Highway West Nyack, New York 10994	Executive Vice President Technology
Frederick B. Arps	Arps Corporation New Holstein, Wisconsin 53061	Vice President - Industrial Group
Alistair W. Clubb	Shunk Manufacturing Co., Inc. 1460 Auto Street Bucyrus, Ohio 44820	Vice President - Administrative
Robert S. Coe	Chromalloy American Corporation 169 Western Highway West Nyack, New York 10994	Vice President
Harold Lipchik	Advanced Products Division Chromalloy American Corporation 12536 Chadron Avenue Hawthorne, California 90250	Vice President- Administrative

<u>Name</u>	<u>Address</u>	<u>Office</u>
Maurice R. Commanday	Chromizing Company Division Chromalloy American Corporation 2100 West 139th Street Gardena, California 90249	Vice President - Production Engineering
John L. Ellis	Sintercast Division Chromalloy American Corporation 169 Western Highway West Nyack, New York 10994	Vice President - International Group
Howard C. Gollmar	Elyria Foundry Division Chromalloy American Corporation P. O. Box 580 Elyria, Ohio 44036	Vice President - Insurance
Marvin H. Green	Chromalloy American Corporation 120 Broadway New York, New York 10005	Vice President - Promotions
Peter H. Hahn	c/o Batzell & Nunn 1523 L Street, N.W. Washington, D.C. 20005	Vice President - Washington Bureau
Frank P. Nykiel	The Valley Line Company 411 N. Seventh Street St. Louis, Missouri 63101	Vice President and Chief Finance Marine Group
Norman J. Pettitte	Chromalloy American Corporation 120 Broadway New York, New York 10005	Vice President - Operations
Robert F. Tuneberg	Elyria Foundry Division Chromalloy American Corporation P. O. Box 580 Elyria, Ohio 44036	Vice President - Administrative
Joseph H. Vogelmann	Chromalloy American Corporation 169 Western Highway West Nyack, New York 10994	Vice President - Electronics Re
Herbert Zlotnick	Chromalloy American Corporation 120 Broadway New York, New York 10005	Vice President - Administrative Assistant Sec



<u>Name</u>	<u>Address</u>	<u>Office</u>
Kenneth E. Love	Elyria Foundry Division Chromalloy American Corporation P. O. Box 580 Elyria, Ohio 44036	Treasurer; Assistant Secretary
Paul G. Coyne	ACR Electronics Division Chromalloy American Corporation 551 West 22nd Street New York, New York 10011	Assistant Treasurer
Robert J. Power	Elyria Foundry Division Chromalloy American Corporation P. O. Box 580 Elyria, Ohio 44036	Assistant Treasurer
Harry Mirer	Chromalloy American Corporation 169 Western Highway West Nyack, New York 10994	Assistant Treasurer; Assistant Secretary
F. Van S. Parr	80 Broad Street New York, New York 10004	Secretary
John F. Geer	80 Broad Street New York, New York 10004	Assistant Secretary
Robert C. Johnson	American Transit Corp. 120 South Central Avenue St. Louis, Missouri 63105	Assistant Secretary
Bernard Lillien	ACR Electronics Division Chromalloy American Corporation 551 West 22nd Street New York, New York 10011	Assistant Secretary
Howard L. Luray	ACR Electronics Division Chromalloy American Corporation 1650 Superior Avenue Costa Mesa, California	Assistant Secretary
Edward R. Williams	Propellex Division Chromalloy American Corporation P. O. Box 187 Edwardsville, Illinois 62025	Assistant Secretary



**Office of Secretary of State.**

*J. Elisha C. Dukes, - Secretary of State of the State of Delaware,*  
**do hereby certify** that the Certificate of Incorporation of the  
"CHROMALLOY AMERICAN FOUNDATION", was received and filed in this office  
the twenty-third day of April, A.D. 1968, at 9 o'clock A.M.;

And I do hereby further certify that the aforesaid Corporation  
is duly incorporated under the laws of the State of Delaware and is  
in good standing and has a legal corporate existence so far as the  
records of this office show and is duly authorized to transact business.

**In Testimony Whereof, I have hereunto set my hand**  
and official seal at Dover this twenty-eighth day  
of October in the year of our Lord one thousand  
nine hundred and sixty-eight.

*Elisha C. Dukes*

Secretary of State

*H. F. Dunes*

Ass't Secretary of State



## STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

## Corporation Department

## Certificate of Authority

WHEREAS, **CHROMALLOY AMERICAN CORPORATION**

incorporated under the Laws of the State of **DELAWARE** for a term of **perpetual** years and now in existence and in good standing in said State has filed in the office of the Secretary of State, duly authenticated evidence of its incorporation, as provided by law, and has, in all respects, complied with the requirements of General and Business Corporation Law governing Foreign Corporations;

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify that said

**CHROMALLOY AMERICAN CORPORATION**

is from the date hereof duly authorized to engage in the State of Missouri, specifically in the business of

(See application)

(2) The name it will use in Missouri is

**CHROMALLOY AMERICAN CORPORATION**

and is entitled to all rights and privileges granted to Foreign Corporations under The General and Business Corporation Law; that the entire amount of its stated capital and surplus is **\$36,189,264.00** and **\$4,840,264.00** of the amount of stated capital of said corporation is represented by **4,503,312 Common, @ \$1.00 par value**  
**336,952 Preferred, @ \$1.00 par value**

that the proportion of stated capital and surplus represented in Missouri is \$ **500,000.00**  
and that its registered office in Missouri is located at

**511 Locust Street, St. Louis, 63101**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this **5th** day of **February**, 19 **69**

*James C. Kirkpatrick*  
Secretary of State

*T. R. Glend*  
Deputy Secretary of State

RECEIVED OF: **CHROMALLOY AMERICAN CORPORATION**

**Two Hundred Ninety-eight and no/100-----** Dollars, \$ **298.00**

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

*Dorothy M. Miller*  
Deputy Collector of Revenue